

Board of Governors PUBLIC MEETING MINUTES

May 29, 2024

<p>NorQuest College Board of Governors Meeting Date: Thursday, May 29, 2024 Time: 4:00 to 8:00 p.m. Location: Innovation Studio, 5th Floor, CELT, NorQuest College 10215 108 Street NW Edmonton, AB T5J 1L6 Virtual via Microsoft Teams</p>	
<p>Board Members Present:</p> <ol style="list-style-type: none"> 1. Rob Heron, Board Chair 2. Tina Naqvi-Rota, Vice Board Chair (v) 3. Ama Dogbefou, Student member 4. Brad Pickering, Public member (v) 5. Ashley Snape, Public member 6. Chris Lavin, Public member 7. Dan Hugo, Public members (v) 8. Jennifer Cleall, Public member 9. Jenny Adams, Public member 10. Joette Decore, Public member (v) 11. June Parham, Academic member (v) 12. Lawrence Andrews, Student member 13. Megan Schwann, Public member 14. Supriya James, Public member <p>Regrets:</p> <p>Guests:</p> <ul style="list-style-type: none"> • Kemi Bankole, President’s Medal Recipient • Trevor Morton, Director, Facilities • Matthew Orlando, Manager, Planning & Projects 	<p>Management Present:</p> <ul style="list-style-type: none"> • Carolyn Campbell, President & CEO • Brad Arkison, Vice President, Enrolment & Communications • Jill Matthew, Vice President, Administration & CFO • Jackie Nelson, Vice President, External Relations • Shauna Yohemas, Vice President, People, Culture & Equity • Norma Schneider, Vice President, Academic • David Middagh, Chief of Staff and Director of Strategy <p>Recorder:</p> <ul style="list-style-type: none"> • Veronica Duarte, Board Coordinator <p><i>(v) - denotes virtual attendance</i></p>

1. OPENING

1.1 Quorum

R. Heron, the Board Chair (the “Chair”), chaired the Board of Governors (the “Board”) meeting. As proper notice was given and quorum was present, the Chair declared the meeting to be duly constituted.

1.2 Call to Order and Land acknowledgement

The Chair called the meeting to order at 3:00 p.m. The Chair started off the meeting with a Treaty 6 territory land acknowledgement.

1.3 Conflict of Interest and confidentiality

The Chair afforded Board members the opportunity to disclose any potential conflicts of interest related to agenda items.

J. Decore declared a conflict regarding agenda item '3.2 TRCCC Decision and Next Steps' and volunteered to abstain from participating in that segment of the meeting.

A. Dogbefou, J. Parham and L. Andrews declared a structural conflict for the Collective Bargaining and President & CEO contract agenda items and volunteered to recuse themselves from that portion of the meeting.

The Chair and Board acknowledged and accepted these decisions.

Furthermore, the Chair reiterated to Board members their fiduciary responsibility to uphold the confidentiality of information obtained through their positions.

1.4 Chair's Opening Comments

The Chair expressed gratitude to the Board members for their attendance at the meeting and shared an update from his meeting with Minister Sawhney. The Chair also outlined the goals for the meeting and highlighted the focus on creating generative strategic discussions.

1.5 NorQuest Purpose Story: President's Medal

K. Bankole joined the meeting at 3:12 p.m. C. Campbell introduced her before she shared her inspiring story and experience as the President's Medal Recipient. The Board shared their sentiments and commendations.

K. Bankole exited the meeting at 3:19 p.m.

1.6 Approval of Consent Agenda

The Chair requested feedback on the following consent agenda items that were included in the meeting package:

- A. Minutes – March 7, 2024
- B. Related Party Disclosures
- C. Updated Mandate & Roles Document
- D. Finance & Audit Committee report
 - a. Committee Work Plan
- E. Financial Report & Forecast
- F. Governance Committee report
 - a. Board Attendance Record

- b. Board Discussion & Education Schedule
- c. Committee Work Plan
- G. Dissolution of Community Engagement Committee
- H. Updated Board Policies 1, 2, 3, 4, 5
- I. Human Resources Committee Report
 - a. Committee Work Plan

Minor feedback was shared, otherwise, the Board accepted and adopted the agenda.

MOTION

THAT the Board of Governors accept the May 27, 2024 consent agenda as presented, which includes the approval of:

- o March 7, 2024 minutes;
- o Updated Mandate and Roles Document;
- o Dissolution of the Community Engagement Committee; and
- o Board policies 1 through 5.

Moved: M. Schwann

Seconded: A. Dogbefou

A vote by show of hands was processed during the meeting and members voted in favour.

CARRIED

1.7 Approval of Agenda

The Chair requested feedback on the agenda from the Board, a small amendment was made to section 5 of the agenda which requested all Board members to stay behind for additional discussion. The Board members conceded.

MOTION

THAT the Board of Governors approve the May 27, 2024 agenda as amended.

Moved: A. Snape

Seconded: D. Hugo

DECISION

A vote by show of hands was processed during the meeting and members voted in favour.

MOTION CARRIED

3. STRATEGY, CULTURE, EDUCATION AND DECISIONS

3.1 President & CEO Report

C. Campbell shared an overview of her written report included in the Board package. Specific items she highlighted were the College's net promoter score, organizational changes, virtual application system, service standard model, and new front-line staff.

Government advocacy, the Education District, and the Indigenous plan and framework were also covered.

The Board shared accolades and held discussion on the presented information as well as AI and campus expansion.

3.2 TRCCC Decision & Next Steps

J. Decore recused herself from the vote for this agenda item due to conflict of interest.

C. Campbell called on J. Nelson to share an overview and lead a discussion on the information shared in the package on the next steps regarding the TRCCC project. After thorough discussion, the Board commended the TRCCC Committee and team on their commitments and efforts on the project.

MOTION

THAT the Board of Governors approve the termination of the TRCCC Project.

Moved: J. Parham

Seconded: A.Snape

CARRIED

MOTION

THAT the Board of Governors approve the exploration of a new capital project for the College

Moved: A. Dogbefou

Seconded: J. Adams

CARRIED

3.3 Jasper Ave Tower Lease

T. Morton and M. Orlando joined the meeting at 4:45 p.m.

The Chair called on J. Matthew to open on this item before introducing the guests. T. Morton and M. Orlando shared an overview of the potential to lease the Jasper Ave Tower, the approval of the below motion was recommended by the Finance & Audit Committee. The Board discussed it at length and supported the recommendation.

MOTION

THAT the Board of Governors approve exercising the option to extend clause of the Jasper Ave Tower lease and the pre-commitment of the appropriation of an additional \$5,000,000 in net assets from the 2023-2024 surplus for project work in the Jasper Avenue Tower.

Moved: J. Adams
Seconded: T. Naqvi-Rota
CARRIED

4. COMMITTEE BUSINESS & MEETING DEBRIEF

4.2 Finance & Audit Committee

4.2A Operating & Capital Budget

J. Matthew opened on this topic and shared that the proposed budget took into consideration the shorter fiscal year as the college transitions to a new fiscal year end. The Board questioned the proposal and robust conversation was held.

MOTION

THAT the Board of Governors approve the 2024-25 Operating and Capital Budget and Two-Year Forecast.

Moved: C. Lavin
Seconded: A. Dogbefou
CARRIED

4.2B Investment Monitoring Agreement

C. Lavin called on J. Matthew to share an overview on the proposed Investment Management agreement. J. Matthew shared that the college has achieved its funding metrics for the year.

MOTION

THAT the Board of Governors approve the Investment Management Agreement targets for 2024-2025

Moved: C. Lavin
Seconded: S. James
CARRIED

4.2B Strategic Risk Report

C. Lavin shared a brief update on the current strategic risk register, and facilitated an open discussion on the data. The Board provided their feedback.

4.3 Governance Committee

J. Cleall, Chair of the Governance Committee, shared a verbal update on the August Board retreat and its specific focus on campus expansion. She also shared an update on the format of the Board evaluation survey and how it will be conducted this year.

4.4 Meeting Debrief

Following the meeting, the Board and Management engaged in a debriefing session where feedback from the Board was collected regarding the meeting format and opportunities for optimizing the time spent together. Management noted key takeaways from this feedback for consideration in future Board meetings.

5. IN-CAMERA SESSIONS

5.1 In Camera Session with President & CEO

The Board of Governors went in-camera with the President & CEO and Vice President, People & Culture at 6:00 p.m. to discuss the approval of Bargaining mandate. Internal governors, A. Dogbefou, J. Parham and L. Andrews were recused from the remainder of the meeting due to a structural conflict of interest at 6:14 p.m.

The Human Resources Committee Chair shared the details of the below motions after the meeting to the recorder for minute purposes.

<p>MOTION THAT the Board of Governors approve the prescribed mandate (directive) received from the Public Bargaining Compensation Office (PBCO) in February 2024 for Faculty and Alberta Union of Provincial Employees (AUPE). Moved: B. Pickering Seconded: J. Cleall CARRIED</p>
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<p>MOTION THAT on matters related to the collective bargaining process, the Human Resources Committee recommends the Board to delegate the authority to the VP, People & Culture to negotiate a tentative agreement and take the necessary steps to bring it to the ratification stage. Moved: D. Hugo Seconded: B. Pickering CARRIED</p>

5.2 In Camera Session without the President & CEO

The Board went into an in-camera session without the President & CEO at 6:22 p.m.

MOTION

THAT the Human Resources Committee recommend the Board of Governors to approve the renewal of the President & CEO's contract for another term.

Moved: D. Hugo

Seconded: J. Decore

CARRIED

6. CONCLUSION

6.1 Adjournment

The meeting was adjourned at 6:29 p.m.

Rob Heron

Meeting Chair & Board Chair

Veronica Duarte

Board Coordinator